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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	X
: In re:	Chapter 11
: MOTORS LIQUIDATION COMPANY, <i>et al.</i> , f/k/a General Motors Corp., <i>et al.</i> ,	Case No. 09-50026 (Jointly Administered)
: Debtors.	Honorable Robert E. Gerber
:	
	X

**STIPULATION AND ORDER FOR ADJOURNMENT OF DECEMBER 15,  
2010 HEARING ON FOURTH INTERIM FEE APPLICATION OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP**

**TO: THE HONORABLE ROBERT E. GERBER  
U.S. BANKRUPTCY JUDGE**

**STIPULATION**

The Fee Examiner of General Motors Corporation (n/k/a/ Motors Liquidation Company), appointed on December 23, 2009, and Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) hereby stipulate and agree that the Court may enter an order adjourning the December 15, 2010 hearing on the *Fourth Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel For The Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses*

*Incurred for the Period From June 1, 2010 through September 30, 2010 [Docket No. 7804]*

(“**Kramer Levin’s Fourth Interim Fee Application**”) on the following terms:

- i. The hearing on Kramer Levin’s Fourth Interim Fee Application will be held on January 6, 2011.
- ii. Kramer Levin may file a response to the Fee Examiner’s report on Kramer Levin’s Fourth Interim Fee Application, if it wishes, by December 30, 2010.

Dated: Madison, Wisconsin  
December 14, 2010.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler (KS 6831)  
Timothy F. Nixon (TN 2644)

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KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: /s/ Robert T. Schmidt  
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*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a  
General Motors Corp.) et al.*

SO ORDERED, this  
**16th** day of December, 2010

/s/ Robert E. Gerber  
Hon. Robert E. Gerber  
United States Bankruptcy Judge